

BOIES, SCHILLER & FLEXNER LLP

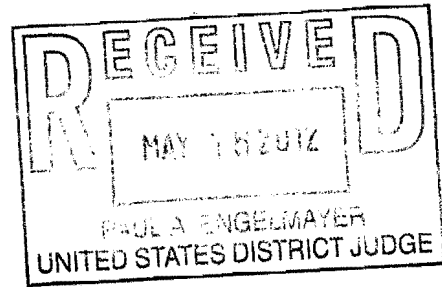
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**MEMO ENDORSED**

May 16, 2012

**VIA HAND DELIVERY**

The Honorable Paul A. Engelmayer  
United States District Judge  
Southern District of New York  
Daniel Patrick Moynihan United States Courthouse  
500 Pearl Street, Room 670  
New York, NY 10007-1312



*Starr International Company, Inc. v. Federal Reserve Bank of New York*  
Civil Action No. 11-cv-8422 (PAE)

Dear Judge Engelmayer:

We represent plaintiff Starr International Company, Inc. ("Starr") in the above-captioned action and write to request a 10-page enlargement of the current 50-page limitation for Starr's brief in opposition to defendant's motion to dismiss. Counsel for defendant Federal Reserve Bank of New York ("FRBNY") does not oppose this request on the condition that it be granted a 10-page enlargement of the current 25-page limitation for its reply brief. Counsel for nominal defendant American International Group, Inc. does not oppose either enlargement.

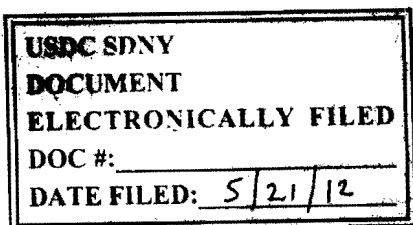
The requested enlargement is necessary to ensure that Starr may both present its position on the arguments raised in FRBNY's 50-page motion and address legal arguments and facts that are responsive to, but not discussed in, FRBNY's motion. Among the issues to be addressed are (i) the existence and nature of the fiduciary duty Starr claims is owed by FRBNY to AIG and its shareholders, (ii) the basis of Starr's claim that FRBNY breached that fiduciary duty in several distinct ways, (iii) the scope of FRBNY's authority under Section 13(3) of the Federal Reserve Act, (iv) allegations concerning FRBNY's control over AIG, (v) the law governing pre-suit demand, and (vi) the distinction between direct and derivative claims under Delaware law. Because this action involves a number of different claims and legal principles arising out of a complicated factual pattern, Starr respectfully submits that a page limit of 60 pages is required to address the issues so as to fully assist the Court in deciding the motion.

We therefore request that the Court allow Starr 60 pages for its opposition to defendant's motion to dismiss, and allow FRBNY 35 pages for its reply memorandum.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert J. Dwyer".

Robert J. Dwyer



BOIES, SCHILLER & FLEXNER LLP

Hon. Paul A. Engelmayer

May 16, 2012

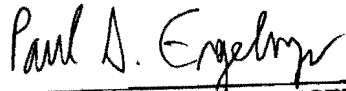
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cc: Joseph S. Allerhand, Esq., Weil, Gotshal & Manges LLP  
(Counsel for American International Group, Inc.) (By Email)

John S. Kiernan, Debevoise & Plimpton LLP  
(Counsel for Federal Reserve Bank of New York) (By Email)

Application GRANTED.

SO ORDERED: 5/21/12



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HON. PAUL A. ENGELMAYER  
UNITED STATES DISTRICT JUDGE